



19 October 2020

ASX Code: WCN

Small Shareholding Sale Facility Established

White Cliff Minerals Ltd (**White Cliff** or the **Company**) (ASX:WCN) announces that it has established a sale facility for shareholders with holdings valued at less than A\$500 (**Sale Facility**).

The Sale Facility enables eligible shareholders to sell their White Cliff shares without incurring any brokerage or handling costs. This initiative will substantially reduce administration costs incurred by White Cliff.

The Sale Facility is open to shareholders on the White Cliff register who hold less than A\$500 worth of shares as at 5:00pm (**WST**) 16 October 2020 (**Record Date**). Unless eligible shareholders opt-out of participation in the Sale Facility, these shareholders will have their shares sold and the proceeds remitted to them free from brokerage and handling fees.

At the Record Date there are 1,443 shareholders who would be eligible to participate in the Sale Facility, representing 53.44% of total shareholders. The eligible shareholders hold 6,649,460 ordinary shares in White Cliff, representing 1.28% of total issued capital.

Shareholders will also have the ability to opt-out of participating in the Sale Facility and retain their shareholding. For shareholders who participate in the Sale Facility, the shares will be sold using a financial services licensee on the basis that person takes all reasonable care to obtain the highest possible price for the sale of the Shares, or in any other manner and on any terms as the Directors resolve pursuant to article 25.5(a) of the Company's Constitution.

A summary of the key dates in respect of the Sale Facility is as follows:

Event	Date
Record Date to establish holders of Small Shareholdings	5:00pm (WST) 16 October 2020
Small Shareholding Sale Facility Announcement to ASX	19 October 2020
Letter to shareholders with holdings valued at less than A\$500	23 October 2020
Sale Facility Closing Date	4 December 2020

The attached letter is being sent to eligible shareholders detailing the key dates for the Sale Facility and instructions for shareholders who wish to retain their shareholdings.

This announcement was authorised for release by the board of White Cliff Minerals Limited.

Further Information:

Nicholas Ong
Director & Company Secretary
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SMALL SHAREHOLDING SALE FACILITY FOR WHITE CLIFF MINERALS SHAREHOLDERS

Dear Shareholder,

White Cliff Minerals Limited (**White Cliff**) recognises that there are a large number of shareholders with small parcels of shares for whom it may not be cost effective to sell those shares on the Australian Securities Exchange (**ASX**).

White Cliff has established a small shareholding sale facility (**Sale Facility**) for shareholders on the register who have White Cliff holdings valued at less than A\$500 (**Small Shareholdings**).

Your White Cliff shares have been included in the Sale Facility because our share register shows that, as at 5pm WST on 16 October 2020, the number of shares held by you was a Small Shareholding (i.e. less than A\$500).

If the market value of your holding remains below A\$500 at 5pm (WST) on Friday, 4 December 2020 (**Sale Facility Closing Date**), your White Cliff shares will be sold and the proceeds sent to you unless you notify us that you do not want them sold.

If you wish to retain your shares, please notify us prior to the Sale Facility Closing Date by completing and returning the Retention Form in the enclosed reply-paid envelope.

WHY HAS WHITE CLIFF ESTABLISHED THE SALE FACILITY?

White Cliff is offering shareholders with Small Shareholdings an opportunity to sell their shares through the Sale Facility at a market price, without incurring any brokerage or transfer fees. Shareholders can choose to opt out of the Sale Facility by completing and returning the Retention Form included.

The Sale Facility will also reduce White Cliff's administrative and registry costs associated with small parcels of shares.

HOW DOES THE SALE FACILITY WORK?

Shares included in the Sale Facility will be sold following the Sale Facility Closing Date, unless we are notified otherwise or the holding is no longer less than A\$500.

Shareholders will not pay any brokerage or handling fees for the sale of their White Cliff shares under the Sale Facility. The price that you receive for your shares under the Sale Facility will be determined by when and how the shares are sold. The shares will be sold using a financial services licensee on the basis that person takes all reasonable care to obtain the highest possible price for the sale of the Shares, or in any other manner and on any terms as the Directors resolve pursuant to article 25.5(a) of the Company's Constitution. White Cliff Directors may also sell your shares on market or in any other way they consider fair and reasonable in the circumstances. You will not have control over the time at which your shares are sold, the price you receive may be different from the price quoted by ASX on any day, may not be the best price on the day that your shares are sold and may be an average price per share based on the price obtained for all the shares sold under the Sale Facility.

WHAT DO I NEED TO DO?

You can choose whether or not to participate in the Sale Facility prior to the Sale Facility Closing Date at 5pm (WST) on Friday, 4 December 2020.

Option 1: No further action is required to participate in the Sale Facility. If you have not submitted a Retention Form by the Sale Facility Closing Date, your shares will be sold through the Sale Facility if your holding is still less than A\$500.

If your shares are sold through the Sale Facility, you will receive the sale proceeds as soon as practicable following the Sale Facility Closing Date.

You must take action before the Sale Facility Closing Date if you do not want to sell your shares through the Sale Facility.

White Cliff Minerals Limited ABN 22 126 299 125

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Option 2: To Retain Your Shares, You Must Either:

- a) Complete and submit the attached Retention Form to Computershare prior to the Sale Facility Closing Date; or
- b) Top up your shareholding to be more than a Small Shareholding prior to the Sale Facility Closing Date (for example, by acquiring additional shares on the ASX). If you submit a Retention Form, please allow a reasonable time for it to be received by Computershare.

If you hold shares in multiple shareholdings, some of which are Small Shareholdings, then White Cliff will sell those Small Shareholdings, unless a Retention Form is received for each shareholding or you merge the holdings by contacting Computershare.

IMPORTANT NOTES

The attached Frequently Asked Questions, which form part of this document, set out further details on the Sale Facility. Please read the Frequently Asked Questions before making any decision.

White Cliff and Computershare do not make any recommendation or gives any advice to you as to whether you should participate in the Sale Facility. White Cliff may modify the Sale Facility Closing Date, or may terminate or suspend the Sale Facility. Any such modification, termination or suspension will be notified by way of a market announcement on the ASX.

Information on the market price of White Cliff shares is available from the ASX website (www.asx.com.au) under ASX Code "WCN".

If you require further information, please contact the Company Secretary, Nicholas Ong, on (08) 9486 4036 (within Australia) or +61 8 9486 4036 (outside Australia).

Sincerely,



Nicholas Ong
Director & Company Secretary

THE SALE FACILITY - FREQUENTLY ASKED QUESTIONS

1. What is the Sale Facility?

White Cliff has established the Sale Facility to facilitate shareholders holding Small Shareholdings in White Cliff to sell their shares. White Cliff will arrange to sell the Small Shareholdings at no cost to you, and to remit payment to you.

2. Why is the Sale Facility being offered?

White Cliff has established the Sale Facility to enable you to sell your shares cost effectively and simply, while also assisting White Cliff to reduce administrative and registry costs associated with servicing Small Shareholdings. As at 5pm (WST) on 16 October 2020, the number of White Cliff shareholders with Small Shareholdings was 1,443 (being 53.44% of all White Cliff shareholders), with those holdings representing 1.28% of White Cliff's issued capital.

3. Does White Cliff have the right to sell my shares?

Under ASX Listing Rule 15.13 and article 25.2(a)(ii) of the Company's Constitution, White Cliff may notify shareholders who hold Small Shareholdings that it intends to arrange for their shares to be sold on their behalf. This letter and the Retention Form satisfy the notice requirements under ASX Listing Rule 15.13 and article 25.2(a)(ii) of the Company's Constitution.

MY ELIGIBILITY

4. What is a Small Shareholding?

A 'Small Shareholding' is a holding of White Cliff shares with a value of less than A\$500. Based on the closing price of White Cliff shares at 16 October 2020, this is a holding of 19,230 shares or less.

5. What if the value of my holding increases before the Sale Facility Closing Date?

White Cliff will not sell your White Cliff shares if the market value of the shares increases such that you no longer have a Small Shareholding on the Sale Facility Closing Date.

6. If I buy more White Cliff shares before the Closing Date, will I retain my holding?

White Cliff will not sell your shares if you increase your holding of White Cliff shares prior to the Sale Facility Closing Date, such that you no longer have a Small Shareholding on that date. Any additional shares acquired must be registered by the Sale Facility Closing Date under the same name and address and with the same holder number (SRN or HIN) as set out in the accompanying Retention Form.

7. What if I sell my shares before the Sale Facility Closing Date?

If you sell your shares in White Cliff prior to the Sale Facility Closing Date, no further action will be taken.

MY PARTICIPATION

8. What are the advantages and disadvantages of selling my shares through the Sale Facility?

The following outlines the key advantages and possible disadvantages of selling your shares through the Sale Facility:

Sale Facility Advantages

- Cash payment from sale of shareholding
- No brokerage or other selling expenses
- May not be cost effective to sell holding in other ways

Sale Facility Disadvantages

- No further shareholding in White Cliff, unless you buy White Cliff shares again
- Possible capital gains tax payable following sale of holding

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- The price of shares could be higher in the future

10. Do I need to pay anything if I participate in the Sale Facility?

White Cliff will pay the brokerage and handling costs associated with your participation in the Sale Facility. However, any taxation consequences arising from the sale of your shares will be your responsibility.

11. What do I have to do if I wish to retain my shares?

White Cliff will not sell your shares if you wish to retain your Small Shareholding and you complete the Retention Form included and return it to Computershare in the reply-paid envelope enclosed. Your Retention Form must be received by Computershare before **5pm (WST)** on 4 December 2020 in order to be effective. If you hold shares in multiple shareholdings, some of which are Small Shareholdings, in order to retain your shares, you must submit a Retention Form for each Small Shareholding or merge the shareholdings by contacting Computershare.

12. Can I withdraw my Retention Form?

You can only withdraw your Retention Form before the Sale Facility Closing Date by sending a written request to Computershare which details your name, address and holder number (SRN or HIN) and states that you would like to withdraw your Retention Form. Your request must be signed. If your holding is in more than one name, your request must be signed by all shareholders. Your written request must be received by Computershare before the Sale Facility Closing Date in order to be effective.

13. How do I sell my shares through the Sale Facility?

If you wish to have your shares sold through the Sale Facility you do not need to do anything in response to this letter.

14. What if my shares are held in a CHESS Holding?

If your shares are in a CHESS holding and remain in a CHESS holding on 4 December 2020, your shares will be sold under the Sale Facility and White Cliff may, without further notice to you, initiate a holding adjustment to move these shares to an issuer sponsored holding or a certificated holding for the purposes of that sale.

15. How and when will my shares be sold?

Your shares will be sold in the ordinary course of trading at prevailing market prices following the Sale Facility Closing Date. White Cliff will arrange for the shares in the Sale Facility to be sold.

16. How much will I receive for my shares?

The price that you receive for your shares under the Sale Facility will be determined by when and how the shares are sold. The shares will be sold using a financial services licensee on the basis that person takes all reasonable care to obtain the highest possible price for the sale of the Shares, or in any other manner and on any terms as the Directors resolve pursuant to article 25.5(a) of the Company's Constitution. White Cliff Directors may also sell your shares on market or in any other way they consider fair and reasonable in the circumstances. You will not have control over the time at which your shares are sold, the price you receive may be different from the price appearing in the newspaper or quoted by ASX on any day, may not be the best price on the day that your shares are sold and may be an average price per share based on the price obtained for all the shares sold under the Sale Facility.

Neither White Cliff nor its respective agents and employees, provide any assurance as to what the sale price of the shares on the ASX will be or what price you will receive for your shares through the Sale Facility.

Information on the market price of White Cliff shares is available from the ASX website (www.asx.com.au) under ASX Code "WCN".

Shareholders using the Sale Facility are not able to nominate a sale price, sale date, nor a method for selling their shares. However, shareholders can opt out of the Sale Facility by sending in a Retention Form, and can choose to hold or sell their shares by other means. For instance, you can sell your shares on the ASX by contacting a broker.

17. How and when will the proceeds for the sale be sent to me?

The proceeds will be sent to you as soon as practicable and in any event within eight weeks of the sale. The proceeds of the sale will be deposited into the bank account noted on your holding on the register or will be sent to you by Australian dollar cheque at the address last recorded in White Cliff's register of members.

You will be notified of the number of your shares that have been sold, the sale price and the total sale proceeds payable to you. A statement will be sent by post to your address as shown in White Cliff's register of members.

Further Information

If you require further information please contact the Company Secretary, Nicholas Ong, on (08) 9484 4036 (within Australia) or +61 8 9486 4036 (outside Australia).